

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re:

VPR OPERATING, LLC, *et al.*;

Debtors.

§
§ **Chapter 11**
§
§ **Case No. 13-10599**
§
§ **Jointly Administered**
§

**STIPULATION REGARDING EXTENSION OF
POSTPETITION FINANCING MATURITY DATE**

WHEREAS, Pursuant to the *Final Order (A) Authorizing Use of Cash Collateral and Granting Adequate Protection; (B) Requiring Delivery of Cash Collateral; (C) Authorizing Debtors in Possession to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 364; and (D) Granting Liens, Security Interests and Superpriority Claims* (the “DIP Order,” Docket No. 232), the United States Bankruptcy Court for the Western District of Texas (the “Bankruptcy Court”) authorized the above-captioned debtors (collectively, the “Debtors”) to incur postpetition superpriority financing (such financing, the “DIP Loan”) from lenders Delfinco, LP and Victory Park Credit Opportunities, LP (collectively, the “DIP Lenders”).

WHEREAS, the initial terms of the DIP Loan provide that the DIP Loan will mature no later than August 30, 2013.

WHEREAS, the Debtors have requested a thirty-one (31) day extension of the DIP Loan’s maturity date to provide the Debtors with additional time to restructure their business operations.

WHEREAS, the DIP Order provides that the DIP Lenders, through their agent, Victory Park Management, LLC (the “DIP Agent”), may extend the DIP Loan’s maturity date at any

time in their sole discretion, and may enter into non-material modifications to the DIP Loan without further order of the Bankruptcy Court.

WHEREAS, the DIP Lenders and DIP Agent, after due deliberation, have agreed to extend the DIP Loan's maturity date by an additional thirty-one (31) days as requested by the Debtors.

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:

1. The recitals above are true and correct and incorporated fully herein by reference.
2. The maturity date of the DIP Loan shall be extended by thirty-one (31) days, to September 30, 2013.
3. Except as expressly provided herein, the terms of the DIP Loan and DIP Order remain in full force and effect and enforceable in all respects, including, without limitation, with respect to any rights and remedies available to the DIP Lenders and DIP Agent.

[Remainder of page intentionally left blank. Signature pages follow]

Dated: August 30, 2013

/s/ Robert W. Jones

Robert W. Jones

robert.jones@hklaw.com

Brent R. McIlwain

brent.mcilwain@hklaw.com

Brian Smith

brian.smith@hklaw.com

HOLLAND & KNIGHT LLP

300 Crescent Court, Suite 1100

Dallas, TX 75201

Telephone: (214) 964-9500

Facsimile: (214) 964-9501

*Counsel for Debtors and Debtors in
Possession VPR Corp., VPR
Operating, LLC, VPR (NM), LLC,
and VPR (OK), LLC*

Dated: August 30, 2013

/s/ Mark C. Taylor

Eric J. Taube

State Bar No. 19679350

Mark C. Taylor

State Bar No. 19713225

HOHMANN, TAUBE & SUMMERS, L.L.P.

100 Congress Avenue, 18th Floor

Austin, TX 78701

Telephone: 512/472-5997

Telecopier: 512/472-5248

Counsel for Victory Park Management, LLC

Administrative and Collateral Agent for the DIP

Lenders

Seen and Agreed

Dated: August 30, 2013

/s/ John T. Carroll, III
John T. Carroll, III
COZEN O'CONNOR
1201 N. Market Street
Suite 1001
Wilmington, DE 19801
Telephone: (302) 295-2028
Facsimile: (302) 295-2013

Counsel for DIP Lender Delfinco, LP

Seen and Agreed

Dated: August 30, 2013

/s/ Mark C. Taylor

Eric J. Taube

State Bar No. 19679350

Mark C. Taylor

State Bar No. 19713225

HOHMANN, TAUBE & SUMMERS, L.L.P.

100 Congress Avenue, 18th Floor

Austin, TX 78701

Telephone: 512/472-5997

Telecopier: 512/472-5248

Counsel for DIP Lender

Victory Park Credit Opportunities, LP

CERTIFICATE OF SERVICE

I certify that on August 30, 2013, a copy of the foregoing document was served by (i) the Electronic Case Filing System for the United States Bankruptcy Court for the Western District of Texas, and (ii) via e-mail or first class mail to those parties listed, and as indicated, on the attached Master Service List.

/s/ Brian Smith
Brian Smith

In re: VPR Operating, LLC, et al.: Master Service List as of August 30, 2013

Debtors and their Counsel		
In re VPR Operating, LLC, et al. c/o William Patterson, CRO 1406 Camp Craft Road, Suite 106 Austin, TX 78746	Holland & Knight LLP c/o Robert W. Jones & Brent McIlwain 300 Crescent Court, Suite 1100 Dallas, TX 75201 Fax: (214) 964-9501 Email: brent.mcilwain@hklaw.com (via email)	
Prepetition Secured Lenders and Counsel		
Delfinco, LP 510 Feheley Drive King of Prussia, PA 19406	Cozen O'Connor c/o John T. Carroll, III 1201 N. Market Street, Suite 1001 Wilmington, DE 19801 Fax: (302) 295-2013 Email: jcarroll@cozen.com (via email)	
Victory Park Credit Opportunities, LP Attn: Scott R. Zemnick 227 W. Monroe Street, Suite 3900 Chicago, IL 60606	Hohmann, Taube & Summers, L.L.P. c/o Eric J. Taube 100 Congress Ave, 18 th Floor Austin, TX 78791 Fax: (512) 472-5248 Email: erict@hts-law.com (via email)	Hohmann, Taube & Summers, L.L.P. c/o Mark C. Taylor 100 Congress Ave, 18 th Floor Austin, TX 78791 Fax: (512) 472-5248 Email: markt@hts-law.com (via email)
DIP Lenders and Counsel		
Delfinco, LP 510 Feheley Drive King of Prussia, PA 19406	Cozen O'Connor c/o John T. Carroll, III 1201 N. Market Street, Suite 1001 Wilmington, DE 19801 Fax: (302) 295-2013 Email: jcarroll@cozen.com (via email)	
Victory Park Credit Opportunities, LP, et al. Attn: Scott R. Zemnick 227 W. Monroe Street, Suite 3900 Chicago, IL 60606	Hohmann, Taube & Summers, L.L.P. c/o Eric J. Taube 100 Congress Ave, 18 th Floor Austin, TX 78791 Fax: (512) 472-5248 Email: erict@hts-law.com (via email)	
Office of the United States Trustee		
United States Trustee 903 San Jacinto, Suite 230 Austin, TX 78701 Deborah.a.bynum@usdoj.gov (via email)		
Official Committee of Creditors		
Husch Blackwell L.L.P. c/o Stephen W. Lemmon 111 Congress Avenue, Suite 1400 Austin, TX 78701 Fax: (512) 479-1101 Email: stephen.lemmon@huschblackwell.com (via email)	Husch Blackwell L.L.P. c/o Kell C. Mercer 111 Congress Avenue, Suite 1400 Austin, TX 78701 Fax: (512) 479-1101 Email: kell.mercer@huschblackwell.com (via email)	

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Consolidated Twenty Largest Unsecured Creditors		
Pinpoint Drilling & Directional Services LLC c/o Robert J. Taylor 3700 Thanksgiving Tower 1601 Elm Street Dallas, TX 75201 Email: rtaylor@krcl.com (via email)	Universal Pressure Pumping Inc 4510 Lamesa Highway Snyder, TX 79549 Phone: 432-221-7027 (via first class mail)	PROPETRO SERVICES, INC. c/o Michael G. Kelly Kelly, Morgan, Dennis, Corzine & Hansen, P.C. P.O. Box 1311 Odessa, TX 79760 Email: mkelly@kmdfirm.com (via email)
Stemcor AG c/o Jay H. Dushkin 4615 Southwest Freeway, Suite 600 Houston, TX 77027 Email: jay@jaydushkin.com (via email)	Professional Directional Enterprises, Inc. c/o William R. Sudela 2727 Allen Parkway, Suite 1700 Houston, TX 77019 Fax: (713) 739-7007 Email: wsudela@cjmlaw.com Email: dlong@cjmlaw.com Email: eharris@cjmlaw.com Email: samarmon@cjmlaw.com (via email)	NW OIL SERVICES, LLC c/o Stephen H. Nickey 1201 N. Mesa, Suite B El Paso, TX 79902 Fax: (915) 351-6901 Email: snickey@nickeylaw.com (via email)
TESCO CORPORATION (US) 3993 W. SAM HOUSTON PKWY. N., SUITE 100 HOUSTON, TX 77043 Phone: 713-849-5900 Fax: 713-359-7001 (via first class mail)	TanMar Rentals LLC c/o Craig H. Cavalier P.O. Box 270565 Houston, TX 77277 Fax: (713) 621-4779 Email: ccavalier@cavalierlaw.com (via email)	Oil States Energy Services c/o Jason M. Rudd c/o Charles M. Rubio 909 Fannin, Suite 1500 Houston, TX 77010 Email: jrudd@diamondmccarthy.com Email: crubio@diamondmccarthy.com (via email)
PAR FIVE ENERGY SERVICES, LLC P.O. BOX 993ARTESIA, NM 88211 Phone: 575-748-1288 Fax: 575-748-9029 Email: jbrewer@kempsmith.com (via email)	Tiger of the North Transportation, LLC 1614 N Gulf Street Hobbs, NM 88240 Phone: 575-393-9917 Fax: 575-397-0048 (via first class mail)	The Artesia Lumber Co. P.O. Box 5564 Midland, TX 79704 Phone: 432-682-7422 Fax: 432-682-6233 (via first class mail)
Gandy Corporation c/o Louis Puccini, Jr. P.O. Box 50700 Albuquerque, NM 87181 Email: puccinilaw@puccinilaw.com (via email)	Oil Dog Pipe Rentals c/o Stephanie Kaiser Kelly Hart & Hallman LLP 201 Main St., Suite 2500 Fort Worth, TX 76102 Email: Stephanie.kaiser@kellyhart.com katherine.thomas@kellyhart.com (via email)	EMS USA, INC 2000 BERING DRIVE, SUITE 600 HOUSTON, TX 77057 Phone: 713-595-7600 Fax: 281-998-0303 (via first class mail)
PATTERSON SERVICES, INC. 8032 MAIN ST. HOUMA, LA 70360 Phone: 985-851-5541 Fax: 855-291-0926 (via first class mail)	Choice Oilfield Service P O Box 337 Lovington, NM 88260 Phone: 575-396-3428 Fax: 575-396-0155 Email: evelyn_jordan69@yahoo.com (via email)	DE LA SIERRA TRUCKING INC. 3116 ROSE ROAD HOBBS, NM 88242 Phone: 5057380972 Fax: 575-738-0973 (via first class mail)

In re: VPR Operating, LLC, et al.: Master Service List as of August 30, 2013

EUNICE WELL SERVICING, INC PO BOX 1500 HOBBS, NM 88241 Phone: 575-393-9898 Fax: 573-393-9889 (via first class mail)	ABC Rental Tool Co. DBA CAVALOZ ENERGY INC. P.O. Box 1500 Hobbs, NM 88241 Phone: 505-394-3155 Fax: 575-394-2407 (via first class mail)	
Governmental Agencies		
Internal Revenue Service Special Procedures Staff – Insolvency P.O. Box 7346 Philadelphia, PA 19101 (via first class mail)	United States Attorney 601 N.W. Loop 410, Suite 600 San Antonio, TX 78216 (via first class mail)	United States Attorney Dept of Justice 950 Pennsylvania Ave, N.W. Washington, DC 20530 (via first class mail)
Oklahoma Corporation Commission Jim Thorpe Building 2101 N. Lincoln Oklahoma City, OK 73105 Fax: 405-521-4150 (via first class mail)	New Mexico Oil Conservation Division 1220 S. St. Francis Drive Santa Fe, NM 87505 Fax: 505-476-3462 (via first class mail)	
Notices of Appearance & Other Parties Receiving Notice		
	Doré Law Group, P.C. c/o Carl Doré, Jr. 17171 Park Row, Suite 160 Houston, TX 77084 Fax: (281) 200-0751 Email: carl@dorelawgroup.net Email: lori@dorelawgroup.net (via email)	Kane Russell Coleman & Logan PC 3700 Thanksgiving Tower 1601 Elm Street Dallas, TX 75201 Email: rtaylor@krcl.com (via email)
Crady, Jewett & McCulley, LLP c/o William R. Sudela 2727 Allen Parkway, Suite 1700 Houston, TX 77019 Fax: (713) 739-7007 Email: wsudela@cjmlaw.com Email: dlong@cjmlaw.com Email: eharris@cjmlaw.com Email: samarmon@cjmlaw.com (via email)	Snow Spence Green LLP c/o Phil F. Snow c/o Holly Hamm 2929 Allen Parkway, Suite 4100 Houston, TX 77019 Fax: (713) 335-4848 Email: philsnow@snowspencelaw.com Email: hollyhamm@snowspencelaw.com (via email)	Kemp Smith LLP c/o James W. Brewer P.O. Drawer 2800 El Paso, TX 79999-2800 Fax: (915) 546-5360 Email: jbrewer@kempsmith.com (via email)
Baker Hughes Oilfield Operations, Inc. Attn: Christopher J. Ryan P.O. Box 4740 Houston, TX 77210 (via first class mail)	Smith International, Inc. Attn: James M. Sczudlo c/o Schlumberger Technology Corp. 1325 South Dairy Ashford Houston, TX 77077 (via first class mail)	Schlumberger Technology Corp. Attn: James M. Sczudlo 1325 South Dairy Ashford Houston, TX 77077 (via first class mail)

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Baker & Hostetler LLP c/o Lars H. Fuller 303 E. 17 th Ave, No 1100 Denver, CO 80203 Email: lfuller@bakerlaw.com (via email)	Thomas Energy Services LLC Attn: James M. Sczudlo c/o Schlumberger Technology Corp. 1325 South Dairy Ashford Houston, TX 77077 (via first class mail)	Travis County Tax Assessor c/o Kay D. Brock P.O. Box 1748 Austin, TX 78767 Fax: (512) 854-4808 Email: kay.brock@co.travis.tx.us (via email)
Sundance Services, Inc. c/o C. Ashley Ellis Wright Ginsberg Brusilow P.C. 14755 Preston Road, Suite 600 Dallas, TX 75254 Fax: (972) 239-0138 Email: bankruptcy@wgblawfirm.com (via email)	J&W Services and Equipment c/o Angelia B. Lee Craig Terrill Hale & Grantham LLP 9816 Slide Road, Suite 201 Lubbock, TX 79424 Fax: (806) 744-2211 Email: angelia@cthlglawfirm.com (via email)	Ultrerra Drilling Technologies, L.P. c/o Mark W. Stout Padfield & Stout, LLP 777 Main Street, Suite 1920 Fort Worth, TX 76102 Fax: (817) 338-1610 Email: ms@livepad.com (via email)
Shanks Logging, LLC c/o Robin M. Green Richards, Elder & Green, L.L.P. P.O. Box 64657 Lubbock, TX 79464-4657 Tel: (806) 798-8868 Fax: (806) 798-8878 Email: rgreen@regllp.com Email: dgaray@regllp.colm (via email)	Onyx Contractors Operations, LP c/o Amber L. Jones Atkins, Hollman, Jones, Peacock, Lewis & Lyon 3800 E. 42 nd Street, Suite 500 Odessa, TX 79762 Email: ajames@odessalawfirm.com (via email)	Heidel Samberson, Newell, Cox & McMahon c/o Michael Newell PO Box 1599 Lovington, NM 88260 Email: hsncmtn@leaco.net (via email)
Barron & Newberger, P.C. c/o Stephen W. Sather 1212 Guadalupe Street, Suite 104 Austin, TX 78701 Email: ssather@bn-lawyers.com Email: rlevins@bn-lawyers.com (via email)	Law Offices of Dana A. Ehrlich c/o Dana A. Ehrlich P.O. Box 1831 San Angelo, TX 76902 Email: dana@wcc.net Email: danaehrllichlawoffice@yahoo.com (via email)	Gardere Wynne Sewell LLP c/o Rachael L. Smiley 1601 Elm Street, Suite 3000 Dallas, TX 75201 Email: druckman@gardere.com Email: rsmiley@gardere.com (via email)
Robert W. Bollar United Fuel & Energy 1800 W. Katella Ave, Suite 400 Orange, CA 92867 Email: bollarr@scfuels.com (via email)	Angela N. Offerman Kane Russell Coleman & Logan P.C. 919 Milam, Suite 2200 Houston, TX 77002 mridulfo@krcl.com aofferman@krcl.com (via email)	Oilfield Equipment Rental, LLC PO Box 905 Hobbs, NM 88241 Email: nfuller@oerllc.com (via email)
Michelle K. Ostrye Sutin, Thayer & Browne PO Box 1945 Albuquerque, NM 87103-1945 Email: mko@sutinfirm.com (via email)	Russell W. Mills Hiersche, Hayward, Drakeley & Urbach, P.C. 15303 Dallas Parkway, Suite 700 Addison, TX 75001 rmills@hhdulaw.com (via email)	